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UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK

In re:

DELPHI CORPORATION, et al.,  
  
Debtors.

Chapter 11

Case No. 05-44481 (RDD)

(Jointly Administered)

**OPPOSITION OF ULTRATECH, INC. TO DEBTORS'  
SECOND OMNIBUS OBJECTION TO CLAIMS (PROCEDURAL)**

Ultratech, Inc. ("Ultratech"), a creditor in the above-captioned cases, by and through its counsel, files this opposition (the "Opposition") to *Debtors' Second Omnibus Objection (Procedural) Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (I) Equity Claims, (II) Claims Duplicative of Consolidated Trustee or Agent Claims, and (III) Duplicate and Amended Claims* (the "Second Omnibus Objection") (Docket No. 5451), filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors").

1. Pursuant to the Second Omnibus Objection, the Debtors seek an order disallowing and expunging (a) Claim No. 12217, filed by Ultratech against Delphi Corporation, and (b) Claim No. 12209, filed by Ultratech against Delphi Electronics (Holdings) LLC ("Delphi Electronics"). Both claims are substantially similar and filed in the amount of no less than

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\$482,289.98, but they are not duplicate claims because Delphi Corporation and Delphi Electronics are jointly and severally liable to Ultratech, as set forth in additional detail below.<sup>1</sup>

2. The facts and circumstances supporting this Opposition are set forth in the Declaration of Bruce Wright attached hereto as Exhibit A.

3. The Debtors are indebted to Ultratech for various goods shipped and services provided. Delphi Automotive, LLC ("Delphi Automotive") has scheduled Ultratech as a creditor with an undisputed, non-contingent and liquidated (general unsecured) claim in the amount of \$406,427.64 (the "Scheduled Amount"). Delphi Corporation and Delphi Electronics have not scheduled Ultratech as a creditor.

4. Because Ultratech believes that the Scheduled Amount is understated, it filed a proof of claim against Delphi Automotive in the amount of at least \$482,289.98. On subsequent review, Ultratech has determined that the sum of \$492,747.64 was actually due and owing by Delphi Automotive as of the commencement of these bankruptcy cases.

5. Given the complex intercompany relationships which appear to exist amongst the Debtors and the fact that Ultratech could not determine with certainty which of the Debtors are obligated to Ultratech, Ultratech also filed substantially similar claims against Delphi Corporation and Delphi Electronics (and further reserved the right to file claims against additional Debtor entities). Ultratech's claims are now asserted in the amount of \$492,747.64.

6. [REDACTED]

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<sup>1</sup> Ultratech has also filed a claim against Delphi Automotive Systems, LLC, which is addressed by the Debtors' third omnibus claims objection (substantive). Ultratech will be responding to such objection in a separate filing.

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[REDACTED]

7. The Debtors now seek to disallow and expunge Ultratech's claims against Delphi Corporation and Delphi Electronics on the basis that such claims are duplicative of Ultratech's claims against Delphi Automotive.

8. Ultratech opposes the disallowance of its claims against Delphi Corporation and Delphi Electronics because these are not duplicate claims -- rather, they are separate and direct claims asserted by Ultratech against these Debtors jointly and severally (and should be satisfied out of the distinct assets of each such Debtor until Ultratech's claims are fully paid). The Debtors have not sought to substantively consolidate the estates of Delphi Corporation or Delphi Electronics with other Debtor entities and have provided no evidence that Ultratech's separate claims against Delphi Corporation and Delphi Electronics are truly duplicative. In fact, it appears that both of these Debtors are directly liable to Ultratech on account of its claims. [REDACTED]

9. Based on the proofs of claim filed by Ultratech and the invoices submitted in support thereof, Ultratech submits that Delphi Corporation and Delphi Electronics each owe Ultratech the sum of \$492,747.64 [REDACTED], until such amount is fully paid.

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**WHEREFORE**, Ultratech respectfully requests that this Court enter an order denying the Second Omnibus Objection as to Ultratech's claims, and granting Ultratech such other and further relief to which it may be entitled.

Dated: November 20, 2006

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/s/ Ilan D. Scharf

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